

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

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OLIN CORPORATION,	:	
Plaintiff,	:	Civil Action
v.	:	No. 93-11166
FISONS PLC, NOR-AM CHEMICAL COMPANY,	:	SUPPLEMENTAL
AMERICAN BILTRITE, INC., THE BILTRITE	:	DECLARATION OF
CORPORATION, AND JOHN DOES,	:	ARTHUR STUART
Defendants.	:	<u>WOODHAMS</u>

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Arthur Stuart Woodhams, being duly sworn, deposes and  
says:

1. From 1964 to 1981, I served on the Board of Directors of Fisons Ltd. From 1964 to 1967, I served as Chairman and Managing Director of Whiffen & Sons ("Whiffen"), later named Fisons Industrial Chemicals, a wholly-owned subsidiary of Fisons Ltd. I served on the Board of Directors of National Polychemicals, Inc. ("NPI") during the period 1964 to 1966. I make this affidavit upon my own personal knowledge as a result of my service on these companies respective boards of directors.

2. After Fisons Ltd. purchased the assets of NPI, NPI maintained the same officers, employees and production



facilities and basically operated in the same manner as it had before the purchase.

3. Fisons Ltd. at all times maintained a normal parent-subsidary relationship with NPI. NPI collected its own accounts payable, controlled its own checking account, purchased its own raw materials, and maintained its own property. No Fisons Ltd. personnel simultaneously served as officers or employees of NPI and representatives of Fisons Ltd. at no time constituted a majority of the NPI board of directors. NPI at all times had full control of its own decision-making process.

4. While NPI's large capital expenditures were given approval by Fisons Ltd. as part of overall budgets, NPI personnel and officers would decide what items needed to be purchased and to what use they would be put. All day-to-day operations of NPI's facility at 51 Eames Street, Wilmington, Massachusetts were made by NPI's own managerial staff led by Edward Osberg, NPI's President.

5. While Edward Osberg, President of NPI, signed an employment contract with Fisons Ltd., that contract was almost immediately assigned to NPI. (See Assignment of Osberg Employment Contract, attached hereto as Exhibit A). Mr. Osberg ran the company when it was owned by American Biltrite, Inc. and

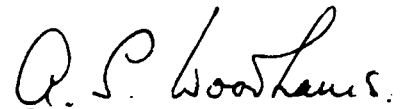
continued to run it after Fisons Ltd. sold its interest in NPI. He was not a Fisons Ltd. employee and ran NPI independently from the parent corporation.

6. Sometime in the period from 1963 to 1965, Anthony Green left Fisons Ltd. and Whiffen to become an employee of NPI. At that point he no longer served as an employee or officer of Fisons Ltd. or Whiffen. He remained at NPI well after Fisons Ltd. sold its interest in the company.

7. NPI engaged in its own waste management and disposal practices. The plant manager oversaw waste disposal at the Facility. Fisons Ltd. exercised no control over and had absolutely nothing to do with management and disposal of wastes generated by or handled at the Facility.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed of this 30<sup>th</sup> day of September, 1993.

A handwritten signature in cursive script, reading "A. S. Woodhams", is written over a horizontal line.

Arthur Stuart Woodhams



INSTRUMENT OF ASSIGNMENT

ASSIGNMENT made this 17<sup>th</sup> day of March, 1964 by FISON'S LIMITED, a British corporation (hereinafter called the "Assignor"), to NATIONAL POLYCHEMICALS, INC., a Massachusetts corporation (hereinafter called the "Assignee").

WHEREAS, a certain employment agreement between Assignor and EDWARD V. OSBERG of Cambridge, Massachusetts, dated January 31, 1964 (hereinafter called the "Agreement") provides in paragraph 1 that in the event Assignor acquires the business of the National Polychemicals Division of American Biltrite Rubber Co., Inc. and causes a Massachusetts corporation to be organized to carry on said business, the Agreement shall be assigned by Assignor to said Massachusetts corporation; and

WHEREAS, the business of said National Polychemicals Division was acquired by Assignor on February 17, 1964; and

WHEREAS, said business is now being carried on by Assignee which was caused to be organized by Assignor for the purpose;

NOW, THEREFORE, in consideration of the foregoing and for other consideration, Assignor hereby assigns to Assignee and its

